UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) September 30, 2014

SYNAPTICS INCORPORATED
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	**000-49602**	**77-0118518**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

1251 McKay Drive
San Jose, California 95131
(Address of Principal Executive Offices) (Zip Code)

(408) 904-1100
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Amendment No. 1

Explanatory Note

As previously disclosed by Synaptics Incorporated ("Synaptics") under Item 2.01 of its Current Report on Form 8-K filed on October 1, 2014 (the "Original 8-K"), Synaptics Holding GmbH, a wholly-owned subsidiary of Synaptics, completed the acquisition of all of the outstanding capital stock of Renesas SP Drivers, Inc. ("RSP") effective as of October 1, 2014.

This Current Report on Form 8-K/A amends the Original 8-K to file the financial information required by Items 9.01(a) and 9.01(b) of Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Business Acquired*.

The audited special purpose consolidated financial statements of RSP, for the years ended March 31, 2014 and 2013, are attached hereto as Exhibit 99.1 and are incorporated herein by reference.

(b) *Pro Forma Financial Information*.

The required unaudited pro forma financial information for Synaptics, after giving effect to the acquisition of RSP and adjustments described in such pro forma financial information, are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

(d) *Exhibits*.

Exhibit No.	Description
23.1	Consent of Ernst & Young ShinNihon LLC
99.1	Audited special purpose consolidated financial statements of Renesas SP Drivers Inc. and subsidiary, as of and for the years ended March 31, 2014 and 2013
99.2	Unaudited pro forma financial information for Synaptics, after giving effect to the acquisition of RSP, for the twelve months ended June 30, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SYNAPTICS INCORPORATED

Date: November 5, 2014

By: */s/ Kathleen A. Bayless*

Kathleen A. Bayless
Senior Vice President, Chief Financial Officer,
Secretary, and Treasurer

EXHIBIT INDEX

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Exhibit 23.1

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statements (Nos. 333-81820, 333-99529, 333-99531, 333-146146, 333-170400, 333-170401, and 333-193470) on Form S-8, (Nos. 333-155582 and 333-193469) on Form S-3, and (No. 333-115274) on Form S-4 of Synaptics Incorporated of our report dated September 5, 2014 except for Note 9, as to which the date is November 4, 2014, with respect to the special purpose consolidated financial statements of Renesas SP Drivers Inc. and Subsidiary included in this Current Report on Form 8-K/A of Synaptics Incorporated.

/s/ Ernst & Young ShinNihon LLC

Tokyo, Japan
November 4, 2014

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Building a better working world

Report of Independent Auditors

The Board of Directors
Renesas SP Drivers Inc.

We have audited the accompanying special purpose consolidated financial statements of Renesas SP Drivers Inc. and subsidiary, which comprise the special purpose consolidated balance sheets as of March 31, 2014 and 2013, and the related special purpose consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the special purpose consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Renesas SP Drivers Inc. and subsidiary at March 31, 2014 and 2013, and the consolidated results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Convenience Translation

We have also recomputed the translation of the special purpose consolidated financial statements as of and for the year ended March 31, 2014 into United States dollars. In our opinion, such statements have been translated into United States dollars on the basis described in Note 1.

Ernst & Young ShinNihon LLC

September 5, 2014, except for Note 9, as to which the date is November 4, 2014

A member firm of Ernst & Young Global Limited

RENESAS SP DRIVERS Inc. and Subsidiary

Special Purpose Consolidated Balance Sheets
March 31, 2014 and 2013

	Millions of Yen		Thousands of U.S. Dollars
	March 31, 2014	March 31, 2013	March 31, 2014
Assets			
Current assets			
Cash and cash equivalents	15,180	9,573	147,550
Accounts receivable – Shareholders	8,138	7,191	79,101
Accounts receivable – third parties	743	402	7,222
Inventories	10,529	8,772	102,342
Advance to Renesas	7,007	—	68,108
Deferred income taxes	331	377	3,217
Other receivables	251	346	2,440
Other current assets	51	36	496
Total current assets	42,230	26,697	410,476
Property and equipment, net	378	268	3,674
Deferred income taxes	75	56	729
Loan receivable from Renesas	—	2,000	—
Other assets	125	80	1,215
Total assets	42,808	29,101	416,094
Liabilities and stockholders' equity			
Current liabilities			
Accounts payable – Shareholders	13,224	11,327	128,537
Other payables	407	1,299	3,956
Accrued expenses	533	107	5,181
Income tax payable	4,884	3,309	47,472
Consumption tax payable	462	494	4,491
Other current liabilities	1	2	10
Total current liabilities	19,511	16,538	189,647
Deferred income taxes	88	69	855
Total liabilities	19,599	16,607	190,502
Stockholders' equity			
Common stock			
No par value			
(100 thousand shares authorized and issued)	5,000	5,000	48,600
Retained earnings	17,683	7,082	171,879
Accumulated other comprehensive income	56	29	544
Noncontrolling interests	470	383	4,569
Total stockholders' equity	23,209	12,494	225,592
Total liabilities and stockholders' equity	42,808	29,101	416,094

See accompanying notes to special purpose consolidated financial statements.

RENESAS SP DRIVERS Inc. and Subsidiary

Special Purpose Consolidated Statements of Income
Years Ended March 31, 2014 and 2013

	Millions of Yen		Thousands of U.S. Dollars
	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2014
Product sales	66,094	42,216	642,434
Cost of sales	41,809	27,423	406,383
Gross profit	24,285	14,793	236,051
Selling, general and administrative expense	7,619	5,174	74,057
Operating income	16,666	9,619	161,994
Interest income	3	10	29
Foreign currency exchange gain, net	589	414	5,725
Other	(2)	1	(19)
Other income, net	590	425	5,735
Income before income taxes	17,256	10,044	167,729
Income tax expenses			
Current	6,548	3,981	63,647
Deferred	46	53	447
Total income tax expenses	6,594	4,034	64,094
Net income	10,662	6,010	103,635
Less: Net income attributable to noncontrolling interests	61	92	593
Net income attributable to Renesas SP Drivers	10,601	5,918	103,042

See accompanying notes to special purpose consolidated financial statements.

RENESAS SP DRIVERS Inc. and Subsidiary

Special Purpose Consolidated Statements of Comprehensive Income
Years Ended March 31, 2014 and 2013

	Millions of Yen		Thousands of U.S. Dollars
	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2014
Net income	10,662	6,010	103,635
Other comprehensive income:			
Translation adjustments	53	87	515
Comprehensive income	10,715	6,097	104,150
Less: Comprehensive income attributable to noncontrolling interests	87	134	846
Total comprehensive income attributable to Renesas SP Drivers	10,628	5,963	103,304

See accompanying notes to special purpose consolidated financial statements.

RENESAS SP DRIVERS Inc. and Subsidiary

Special Purpose Consolidated Statements of Changes in Equity
Years Ended March 31, 2014 and 2013

		Millions of Yen				
	Common stock shares	Common stock	Retained earnings	Other comprehensive income	Noncontrolling interests	Total equity
Balance as of March 31, 2012	100,000	5,000	1,164	(16)	249	6,397
Net income			5,918		92	6,010
Translation adjustments				45	42	87
Balance as of March 31, 2013	100,000	5,000	7,082	29	383	12,494
Net income			10,601		61	10,662
Translation adjustments				27	26	53
Balance as of March 31, 2014	100,000	5,000	17,683	56	470	23,209

		Thousands of U.S. Dollars				
	Common stock shares	Common stock	Retained earnings	Other comprehensive income	Noncontrolling interests	Total equity
Balance as of March 31, 2013	100,000	48,600	68,837	282	3,723	121,442
Net income			103,042		593	103,635
Translation adjustments				262	253	515
Balance as of March 31, 2014	100,000	48,600	171,879	544	4,569	225,592

See accompanying notes to special purpose consolidated financial statements.

RENESAS SP DRIVERS Inc. and Subsidiary

Special Purpose Consolidated Statements of Cash Flows
Years Ended March 31, 2014 and 2013

	Millions of Yen		Thousands of U.S. Dollars
	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2014
Operating activities:			
Net income	10,662	6,010	103,635
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	404	281	3,927
Gain on foreign currency exchange	(137)	(22)	(1,332)
Change in operating assets and liabilities			
Accounts receivable – Shareholders	(947)	(3,231)	(9,205)
Accounts receivable – third parties	(311)	375	(3,023)
Inventories	(1,723)	(4,023)	(16,748)
Other receivables	95	(62)	923
Income tax payable	1,587	2,296	15,426
Accounts payable – Shareholders	1,816	3,376	17,651
Accrued expenses	426	(175)	4,141
Other payables	(882)	891	(8,573)
Consumption tax payable	(32)	494	(311)
Other, net	37	(37)	360
Net cash provided by operating activities	10,995	6,173	106,871
Investing activities:			
Purchases of property and equipment	(539)	(316)	(5,239)
Loan and advance to Renesas	(5,007)	(2,000)	(48,668)
Other, net	(51)	(5)	(496)
Net cash used in investing activities	(5,597)	(2,321)	(54,403)
Financing activities:			
Repayment of capital lease obligation	(1)	(13)	(10)
Net cash used in financing activities	(1)	(13)	(10)
Effect of exchange rate change on cash and cash equivalents	210	150	2,042
Net increase in cash and cash equivalents	5,607	3,989	54,500
Cash and cash equivalents at the beginning of year	9,573	5,584	93,050
Cash and cash equivalents at the end of year	15,180	9,573	147,550
Supplemental disclosures of cash flow information			
Cash paid for income taxes	4,919	1,692	47,813
Non-cash transaction:			
Loan to Renesas reclassified to advance	(2,000)	—	—

See accompanying notes to special purpose consolidated financial statements.

1. BASIS OF PRESENTING SPECIAL PURPOSE CONSOLIDATED FINANCIAL STATEMENTS

DESCRIPTION OF BUSINESS

Renesas SP Drivers Inc. (the "Company") is a company established by Renesas Electronics Corporation ("Renesas"), Sharp Corporation ("Sharp") and Powerchip Group ("Powerchip"), collectively ("the Shareholders") in April 2008, owning 55%, 25% and 20%, respectively, of the Company. The Company is a semiconductor manufacturer focusing on design, development, sales and marketing of LCD Drivers that drive small and mid-sized LCD panels. The Company sells its products to its Shareholders, and utilizes distributors located in Japan and Taiwan for a large percentage of its sales.

STOCK PURCHASE AGREEMENT

A definitive agreement among the Shareholders and Synaptics Incorporated ("Synaptics"), a U.S. based company that specializes in touch panel technology, was reached on June 11, 2014 for Synaptics to acquire all of the outstanding shares of the Company, along with inventories of the Company's business, currently owned and stored by Renesas (collectively, the "Scope of Acquisition").

SPECIAL PURPOSE FINANCIAL STATEMENTS

The accompanying special purpose consolidated financial statements of the Company are presented in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and have been prepared solely for the purpose of Synaptics' filing with the United States Securities and Exchange Commission in compliance with Rule 3-05 of Regulation S-X and Form 8-K under the Securities Exchange Act of 1934.

The Company's largest customer is Sharp, one of the Shareholders of the Company. Product sales made to Sharp were 24,188 million yen (235,107 thousand U.S. dollars) and 12,954 million yen for the fiscal years ended March 31, 2014 and 2013, respectively, and account receivables from Sharp as of March 31, 2014 and 2013 were 3,752 million yen (36,469 U.S. dollars) and 4,361 million yen, respectively. Under the agreement with Sharp, the payment term for sales made to Sharp is two months and the receivables from Sharp are settled on a monthly basis. All other product sales in Japan are made to distributors through Renesas. Renesas monitors and collects payments from the distributors on behalf of the Company. The Company bills and collects payments from Renesas. Accounts receivable – Shareholders presented in the accompanying special purpose consolidated balance sheets include the amounts due from Renesas for product sales transactions. Generally, the amounts billed to Renesas are the same as the amounts billed to distributors by Renesas. The Company also makes substantially all of its inventory purchases from Renesas. Renesas orders products and remits payments to third-party manufacturers. Accounts payable – Shareholders presented in the accompanying special purpose consolidated balance sheets primarily represent the amounts due to Renesas for these transactions. While both purchases and sales are made through Renesas, these intercompany transactions are settled individually. Under the agreement with Renesas, sales to Renesas have a payment term of two months and purchases from Renesas have a payment term of one month, and both accounts receivable and payable are settled on a monthly basis. During the year ended March 31, 2014, the Company made an advance of 7,007 million yen to Renesas which was intended to secure the inventories held by Renesas on behalf of the Company and the amount is reviewed periodically by both Renesas and the Company and adjusted based on the inventory balance held by Renesas. Loan receivable from Renesas in the amount of 2,000 million yen was reclassified to Advance to Renesas in order to partially fund the amount.

The transactions described above reflect the historical activities associated with the business acquired by Synaptics, and the accompanying special purpose consolidated financial statements are intended to present the historical financial position, results of operations and cash flows of the Company.

Certain assumptions, adjustments and allocations, which management considers reasonable, were made to reflect the assets, liabilities, revenue and expenses directly attributable to the Scope of Acquisition, as described below.

The financial information included herein may not necessarily reflect the financial position, results of operations, or cash flows of the Company in the future or what they would have been had the entities and assets subject to Scope of Acquisition been managed and operated as a separate, stand-alone entity during the periods presented.

Inventories

Inventories were subject to a manufacturing license arrangement whereby the Company outsourced predominantly all manufacturing and storage functions to Renesas and purchased products from Renesas upon receiving orders from customers. The finished goods inventories stored by Renesas and work-in-process inventories held by third-party manufacturers were historically recorded as assets of Renesas and not of the Company. Such inventories are within the Scope of Acquisition and have been recorded as assets of the Company together with an account payable to Renesas in these special purpose financial statements.

Sales and Account receivables

The Company has historically outsourced customer activities for distributors in Japan, including monitoring and collections of accounts receivables from those distributors to Renesas. The Company has historically recorded sales to Renesas and account receivables from Renesas. Accordingly, such sales and receivables are presented in the accompanying special purpose consolidated financial statements as transactions with a Shareholder.

Cash flows from and to Renesas

Cash receipts from Renesas relating to cash collected from distributers and cash payments to Renesas relating to purchasing of products from third party manufacturers are presented as cash flows from operating activities. Cash payments relating to the loan and advance made to Renesas are presented as cash flows from investing activities.

Employee benefit plans

Substantially all of the company employees were assigned employees transferred from Renesas and were participants in defined benefit plans sponsored by Renesas. The Company contributed to these plans and accounted for its participation as a participant in a multiemployer defined benefit plan. Accordingly, such contributions were recognized as expenses in these special purpose consolidated financial statements.

CONVENIENCE TRANSLATION

The special purpose consolidated financial statements are stated in Japanese yen, the currency of the country in which the Company is incorporated and operates. The translations of Japanese yen amounts into U.S. dollar amounts for the year ended March 31, 2014 are unaudited and are included solely for the convenience of readers and have been made at the rate of 102.88 yen to 1 U.S. dollar, the approximate rate of exchange at March 31, 2014. Such translations should not be construed as representations that the Japanese yen amounts could be converted into U.S. dollars at that or any other rate.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. ***Consolidation***—The special purpose consolidated financial statements include the accounts of the Company and its 51% owned subsidiary, Renesas SP Drivers Taiwan, Inc., ("Renesas SP Drivers Taiwan"). Intercompany balances and transactions have been eliminated in consolidation.

b. ***Use of estimates***—The preparation of the special purpose consolidated financial statements in conformity with U.S. GAAP requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition, allowance for doubtful accounts, cost of revenue, inventories, provision for income taxes. The Company bases its estimates on historical experience, applicable laws and regulations, and various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

c. ***Cash and Cash Equivalents***—Cash equivalents consist of highly liquid investment with original maturities of three months or less. The carrying amounts approximate fair value. Cash equivalents include time deposits which mature or become due within three months of the date of acquisition.

d. ***Inventories***—Inventories are stated at the lower of cost (mainly moving average method) or market (estimated net realizable value).

e. ***Property and Equipment***—The Company states property and equipment at cost less accumulated depreciation. The Company compute depreciation using the straight-line method based on the following estimated useful lives:

Building improvements	15 years
Manufacturing equipment	5 years
Tools, furniture and fixtures	1-10 years

f. ***Impairment of Long-Lived Assets***—The Company reviews its long-lived assets whenever events or changes in circumstance indicate the carrying amount of an asset or asset group may not be recoverable. An impairment loss would be recognized if the carrying amount of an asset or asset group exceeds the sum of the undiscounted future cash flows expected to result from the continued use and eventual disposition of the asset or asset group. The impairment loss would be measured as the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of the discounted cash flows from the continued use and eventual disposition of the asset or the net selling price at disposition.

g. ***Revenue recognition***—The Company recognizes revenue from product sales when there is persuasive evidence that an arrangement exist, delivery has occurred and title has transferred, the price is fixed or determinable, and collection is reasonably assured. As mentioned above, product sales to distributors in Japan are made through Renesas, hence, delivery does not occur until products have been shipped, risk of loss has transferred to the distributors, and either distributor acceptance has been obtained, distributor acceptance provisions have lapsed, or the Company has objective evidence that the criteria specified in the distributor acceptance provisions have been satisfied. The sales price is not considered to be fixed or determinable until all contingencies related to the sale have been resolved.

h. ***Allowance for doubtful accounts***—The Company maintains an allowance for doubtful accounts to reserve for potentially uncollectible receivables. The Company reviews accounts receivable by amounts due by customers which are past due to identify specific customers with known disputes or collectability issues. In determining the amount of the reserve, the Company makes judgments about the creditworthiness of customers based on past collection experience and ongoing credit risk evaluations.

i. ***Cost of sales***—The Company's cost of sales includes the cost of products shipped to customers, which primarily includes the cost of products built by the Company's contract manufacturers and other purchased materials.

j. ***Research and development***—Research and development costs are expensed as incurred.

k. ***Foreign currency translation***—The Japanese yen is the Company's functional and reporting currency. Financial statements of Renesas SP Drivers Taiwan are prepared using the local currency as its functional currency. All asset and liability accounts of Renesas SP Drivers Taiwan are translated into Japanese yen at appropriate fiscal year end exchange rates and all income and expense accounts are translated at exchange rates that approximate those rates prevailing at the time of the transactions. The resulting translation adjustments are accumulated as a component of accumulated other comprehensive income.

Receivables and payables denominated in foreign currencies are translated at appropriate fiscal year end exchange rates and the resulting translation gains or losses are recognized into income.

l. ***Income Taxes***—The Company accounts for income taxes under the asset and liability method. The Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. The Company measures deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company recognizes the effect on deferred tax assets and liabilities of a change in tax rates in income in the period that includes the enactment date. The Company establishes valuation allowances when necessary to reduce deferred tax assets to the amounts that are more likely than not to be realized.

The Company accounts for uncertainty in tax positions in accordance with the provisions of ASC 740, "Income Taxes." The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits in "Income tax payable – Current" in the special purpose consolidated financial statements.

m. ***Concentration of credit risk***—While the Company's largest customer is Sharp, the Company utilizes distributors for a large percentage of its other product sales. Sales to distributors in Japan are made through Renesas as described in Note 1, and the related accounts receivable are represented by the receivable due from Renesas. Based on the arrangement with Renesas, the Company is liable for any bad debt expense incurred by Renesas. Credit evaluations of its customers' financial condition are performed periodically. The Company generally does not require collateral from its customers. The following distributors accounted for more than 10% of accounts receivable balance as of March 31, 2014 and 2013:

	March 31, 2014	March 31, 2013
Distributor A	25.1%	*
Distributor B	23.0%	32.1%

* less than 10%

Although the Company does not expect that the above customers will fail to meet its obligations, the Company is potentially exposed to concentrations of credit risk if the customers failed to perform according to the terms of the contracts.

3. INVENTORIES

Inventories as of March 31, 2014 and 2013 consisted of the following:

	Millions of Yen		Thousands of U.S. Dollars
	March 31, 2014	March 31, 2013	March 31, 2014
Finished goods stored by Renesas	8,431	6,492	81,949
Work in process held by third party manufacturers	2,098	2,280	20,393
Total	10,529	8,772	102,342

4. PROPERTY AND EQUIPMENT

Property and equipment as of March 31, 2014 and 2013 consisted of the following:

	Millions of Yen		Thousands of U.S. Dollars
	March 31, 2014	March 31, 2013	March 31, 2014
Building improvements	8	2	78
Manufacturing equipment	182	91	1,769
Tools, furniture and fixtures	1,756	1,259	17,068
Other	4	91	39
	1,950	1,443	18,954
Accumulated depreciation	(1,572)	(1,175)	(15,280)
Property and equipment, net	378	268	3,674

5. EMPLOYEE BENEFIT PLANS

Renesas has defined benefit severance and retirement plans and a defined contribution plan covering substantially all of the full time employees of the Company. For the defined benefit severance and retirement plans, Renesas applies a "point-based benefits system" under which benefits are calculated based on the accumulated points allocated to employees each year depending on their job classification, performance and basic monthly salary. For the defined contribution plan, contributions to the plan are funded with several financial institutions in accordance with the applicable laws and regulations. The amounts of contributions the Company made to these plans were approximately 289 million yen (2,809 thousand U.S. dollars) and 208 million yen for the years ended March 31, 2014 and 2013, respectively, and are included in selling, general and administrative expenses in the accompanying special purpose consolidated statements of income.

6. INCOME TAXES

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities as of March 31, 2014 and 2013 are as follows:

	Millions of Yen		Thousands of U.S. Dollars
	March 31, 2014	March 31, 2013	March 31, 2014
Deferred tax assets:			
Current:			
Provision for bonuses	124	4	1,205
Accrued enterprise tax	297	247	2,887
Inventory	—	95	—
Other	95	31	923
Total current deferred tax assets	516	377	5,015
Noncurrent:			
Property and equipment	75	56	729
Total noncurrent deferred tax assets	75	56	729
Deferred tax liabilities:			
Current:			
Inventory	(185)	—	(1,798)
Total current deferred tax liabilities	(185)	—	(1,798)
Noncurrent:			
Foreign subsidiary investments – planned distribution	(88)	(69)	(855)
Total noncurrent deferred tax liabilities	(88)	(69)	(855)
Net deferred tax assets	318	364	3,091

The Company is subject to Japanese national and local income taxes and files its own tax returns on a standalone basis, which, in the aggregate, resulted in a normal effective statutory tax rate of approximately 38% for each of the years ended March 31, 2014 and 2013.

Reconciliation between the normal effective statutory tax rates and the actual effective tax rates reflected in the accompanying special purpose consolidated statements of income for the years ended March 31, 2014 and 2013 is not presented because the difference between the two tax rates were not material.

Amendments to the Japanese tax regulations were enacted into law on November 30, 2011 and March 20, 2014. As a result of these amendments, the statutory income tax rate will be reduced from approximately 40% to 38% effective from the year beginning April 1, 2012, and it will further be reduced to approximately 35% effective from the fiscal year beginning April 1, 2014 and thereafter. Consequently, the statutory income tax rate utilized for deferred tax assets and liabilities expected to be settled or realized for the year ended March 31, 2014 is approximately 38% and for periods subsequent to March 31, 2014 is approximately 35%. The impacts of these amendments are insignificant.

7. RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses incurred by the Company for the years ended March 31, 2014 and 2013 were as follows:

	Millions of Yen		Thousands of U.S. Dollars
	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2014
Research and development expenses	6,090	4,085	59,195

8. RELATED PARTY TRANSACTIONS

Related party transactions include transactions between the Shareholders and the Company. Refer to Note 1 for further details.

Related party transactions with the Shareholders and the Company for the years ended March 31, 2014 and 2013 consisted of the following:

	Millions of Yen		Thousands of U.S. Dollars
	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2014
Sales transactions with Renesas	36,273	21,588	352,574
Sales transactions with Sharp	24,188	12,954	235,107
Purchase transactions from Renesas	38,706	31,135	376,222
Loan made to Renesas	—	2,000	—
Advance made to Renesas	7,007 *	—	68,108

* The amount includes a reclassification of the loan receivable to the deposit of 2,000 million yen and a cash payment for the advance of 5,007 million yen.

The balances due to or due from related-parties as of March 31, 2014 and 2013 were as follows:

	Millions of Yen		Thousands of U.S. Dollars
	March 31, 2014	March 31, 2013	March 31, 2014
Accounts receivable from Renesas	4,386	2,830	42,632
Accounts receivable from Sharp	3,752	4,361	36,469
Accounts payable to Renesas	13,167	11,272	127,983
Loan receivable from Renesas	—	2,000	—
Advance to Renesas	7,007	—	68,108

9. SUBSEQUENT EVENTS

The management of the Company has evaluated its special purpose consolidated financial statements for subsequent events through November 4, 2014. In connection with the stock purchase agreement which was entered into by Renesas, Sharp, Powerchip and Quantum Vision Corporation with Synaptics Incorporated and its wholly owned subsidiary Synaptics Holding GmbH for the sale of their ownership interests in RSP on June 11, 2014, the following transactions occurred on September 18, 2014 prior to the transaction close on October 1, 2014:

- The Company acquired the 49% minority interest of Renesas SP Drivers Taiwan from Quantum Vision Corporation for 3,200 million yen.
- The Company entered into a patent cross license agreement with Renesas for a lump-sum royalty payment of 2,500 million yen
- The Company entered into a process technology license agreement with Renesas for a lump-sum royalty payment of 1,800 million yen.
- The Company entered into a patent transfer agreement with Renesas for an aggregate purchase price of 2,700 million yen.
- The Company entered into a revised patent license agreement with Sharp for a lump sum royalty payment of 2,500 million yen.

Exhibit 99.2

SYNAPTICS INCORPORATED
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

Introduction to Unaudited Pro Forma Condensed Combined Financial Statements

On June 10, 2014, Synaptics, Inc. ("Synaptics") announced that it had entered into a stock purchase agreement providing for the acquisition of all of the outstanding shares of common stock and voting interest of Renesas SP Drivers, Inc. ("RSP") by a wholly-owned subsidiary of Synaptics (the "Acquisition"). The Acquisition was effective as of October 1, 2014 ("Closing Date").

The following unaudited pro forma condensed combined balance sheet and statement of income are presented to give effect to the acquisition of 100% of the equity interest of RSP, a joint venture of Renesas Electronics Corporation ("REL"), Sharp Corporation, and Powerchip Technology Corp. ("Sellers") to Synaptics for a total cash consideration of $462.7 million. RSP has a subsidiary in Taiwan (Renesas SP Drivers Taiwan, Inc.), which was wholly owned by RSP as of the Closing Date and was acquired by Synaptics as part of the Acquisition. The unaudited pro forma condensed combined balance sheet and the unaudited pro forma condensed combined statement of income are hereafter collectedly referred to as the "Pro Forma Financial Statements."

The Pro Forma Financial Statements should be read together with the historical financial statements and related notes, as follows:

- accompanying notes to the Unaudited Pro Forma Condensed Combined Financial Statements;
- audited historical consolidated financial statements of Synaptics as of and for the year ended June 28, 2014, included in Synaptics' Form 10-K for the fiscal year ended June 28, 2014;
- audited historical special purpose consolidated financial statements of RSP and subsidiary as of and for the year ended March 31, 2014 and the related notes thereto, included in this Form 8-K/A.

The unaudited pro forma condensed combined balance sheet is presented as if the Acquisition had occurred on June 28, 2014. The unaudited pro forma condensed combined statement of income combines the results of operations of Synaptics and RSP for the twelve months ended June 28, 2014 and June 30, 2014, respectively, as if the Acquisition had occurred on June 30, 2013.

The pro forma information was prepared based on the historical consolidated financial statements of Synaptics and RSP after giving effect to the Acquisition using the acquisition method of accounting, and after applying the assumptions, reclassifications and adjustments described in the accompanying notes based on current intentions and expectations relating to the combined business.

The Pro Forma Financial Statements have been prepared for illustrative purposes only and are not intended to represent or be indicative of the consolidated financial position or results of operations in future periods or the results that actually would have been achieved had Synaptics and RSP been a combined company as of and for the respective periods presented. The Pro Forma Financial Statements do not reflect any operating efficiencies, post-Acquisition synergies and/or cost savings that we may achieve with respect to the combined companies. The adjustments to the Pro Forma Financial Statements are based on what we believe are reasonable under the circumstances. The pro forma adjustments are preliminary and have been made solely for the purpose of providing Pro Forma Financial Statements.

The preliminary allocation of the purchase price used in the Pro Forma Financial Statements is based upon assets acquired and liabilities assumed through the Acquisition. We have made significant assumptions and estimates in determining the preliminary estimated purchase price and the preliminary allocation of the purchase price in the Pro Forma Financial Statements. These preliminary estimates and assumptions are subject to change as we finalize the acquisition accounting, including the valuations of the net tangible and intangible assets. The final determination of the value of the assets and liabilities acquired will likely differ from these preliminary estimates and the differences could be material.

The Pro Forma Financial Statements have been compiled from the following sources with the following unaudited adjustments:

- The financial information of Synaptics has been prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP") and extracted without adjustment from Synaptics' audited consolidated balance sheet and statement of income as of and for the fiscal year ended June 28, 2014, contained in Synaptics' Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on August 22, 2014.
- The financial statements of RSP were originally prepared using the Japanese yen as the reporting currency, and have been translated into U.S. dollars in the Pro Forma Financial Statements using the methodology and the exchange rates noted below. The RSP financial information shown below is presented in accordance with U.S. GAAP.
- The unaudited financial information of RSP prepared as of June 30, 2014 is translated from Japanese yen ("JPY") into U.S. dollars using the spot rate as of June 30, 2014. The unaudited financial information of RSP prepared for the twelve months ended June 30, 2014 is translated from Japanese yen into U.S. dollars using the average spot rates for that period. The exchange rates applicable to RSP as of and for the periods presented in the Pro Forma Financial Statements are as follows:

		JPY/USD
June 30, 2014	Period End Spot Rate	$0.0099
Twelve months ended June 30, 2014	Average Spot Rates	$0.0099

Synaptics and RSP have different fiscal year ends. Synaptics' fiscal year ends on the last Saturday in June and RSP's fiscal year ends on the last day in March.

SYNAPTICS, INC

Unaudited Pro Forma Condensed Combined Balance Sheet

As of June 28, 2014

(in thousands)

	As of June 28, 2014 Synaptics (USD)	As of June 30, 2014 RSP (JPY)	(USD)	Total Adjustments (USD)	Combined (USD)
ASSETS					
Current Assets :					
Cash and cash equivalents	$ 447,205	¥12,576,866	$124,032	$ (217,032)(a)(e)(f)(m)(o)	$ 354,205
Restricted cash	—	7,007,000	69,103	—	69,103
Accounts receivable, net	195,057	11,949,139	117,842	—	312,899
Inventories	82,311	493,654	4,868	1,363(h)	88,542
Prepaid expenses and other current assets	17,858	509,836	5,028	—	22,886
Total current assets	742,431	32,536,494	320,873	(215,669)	847,635
Property and equipment at cost, net	80,849	458,000	4,517	—	85,366
Goodwill	61,030	—	—	160,344(d)(o)	221,374
Purchased intangibles	82,111	—	—	289,000(c)	371,111
Non-current investments	19,785	—	—	—	19,785
Other assets	34,127	300,960	2,961	5,033(f)	42,121
Total assets	$ 1,020,333	¥33,295,454	$328,351	$ 238,708	$1,587,392
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current Liabilities:					
Accounts payable	$ 97,109	¥ 6,260,139	$ 61,737	$ —	$ 158,846
Accrued compensation	30,682	—	—	—	30,682
Income taxes payable	12,538	1,836,826	18,115	—	30,653
Supplier commitment	—	—	—	15,000(i)	15,000
Deferred tax liability	—	—	—	101,150(j)	101,150
Contingent consideration	57,388	—	—	—	57,388
Closing working capital holdback liability	—	—	—	47,976(a)	47,976
Other accrued liabilities	56,691	115,000	1,134	3,750(b)	61,575
Current portion of long term debt	—	—	—	5,625(e)	5,625
Total current liabilities	254,408	8,211,964	80,986	173,501	508,895
Long term debt	—	—	—	244,375(e)	244,375
Indemnification holdback liability	—	—	—	66,252(a)	66,252
Other liabilities	64,768	95,835	945	—	65,713
Total liabilities	319,176	8,307,799	81,931	484,128	885,235
Stockholders' Equity:					
Common stock	56	5,000,000	49,310	(49,310)(g)	56
Additional paid-in capital	740,282	—	—	—	740,282
Treasury stock	(530,422)	—	—	—	(530,422)
Accumulated other comprehensive income	8,560	59,350	579	(579)(g)	8,560
Retained earnings	482,681	19,423,094	191,549	(190,549)(b)(g)(m)	483,681
Non-controlling Interest	—	505,211	4,982	(4,982)(g)	—
Total stockholders' equity	701,157	24,987,655	246,420	245,420	702,157
Total liabilities and stockholders' equity	$ 1,020,333	¥33,295,454	$328,351	$ 238,708	$1,587,392

See notes to unaudited pro forma condensed combined financial statements

SYNAPTICS, INC

Unaudited Pro Forma Condensed Combined Statement of Income

For the year ended June 28, 2014

(in thousands, except per share amounts)

	Year Ended June 28, 2014 Synaptics (USD)	Four Quarters Ended June 30, 2014 RSP (JPY)	(USD)	Total Adjustments (USD)	Combined (USD)
Net revenue	$ 947,539	¥69,120,969	$684,106	$ —	$1,631,645
Cost of revenue	511,459	44,506,000	440,486	77,400(k)	1,029,345
Gross margin	436,080	24,614,969	243,620	(77,400)	602,300
Operating expenses:					
Research and development	192,681	6,860,000	67,895	—	260,576
Selling, general, and administrative	100,005	1,490,000	14,747	29,250(k)(m)	144,002
Acquired intangibles amortization	1,047	—	—	—	1,047
Change in contingent consideration	69,861	—	—	—	69,861
Total operating expenses	363,594	8,350,000	82,642	29,250	475,486
Operating income	72,486	16,264,969	160,978	(106,650)	126,814
Interest income	1,973	—	—	—	1,973
Interest expense	—	—	—	(5,964)(l)	(5,964)
Other non-operating income	—	163,000	1,613	—	1,613
Income before provision for income taxes	74,459	16,427,969	162,591	(112,614)	124,436
Provision for income taxes	27,770	6,034,000	59,720	(39,415)(p)	48,075
Loss attributable to non-controlling interest	—	81,000	802	(802)(n)	—
Net income	$ 46,689	¥10,312,969	$102,070	$ (72,398)	$ 76,361
Net income per share:					
Basic	$ 1.34				$ 2.20
Diluted	$ 1.26				$ 2.06
Shares used in computing net income per share:					
Basic	34,761				34,761
Diluted	37,105				37,105

See notes to unaudited pro forma condensed combined financial statements

Notes to the Unaudited Pro Forma Condensed Combined Financial Statements

NOTE 1. BASIS OF PRESENTATION AND SUMMARY OF ACQUISITION

The accompanying Pro Forma Financial Statements are based on the historical consolidated financial statements of Synaptics and RSP after giving effect to the Acquisition using the acquisition method of accounting, as well as certain reclassifications and pro forma adjustments.

In accordance with the acquisition method of accounting for business combinations, the assets acquired and the liabilities assumed will be recorded as of the completion of the Acquisition at their respective fair values. The excess purchase consideration over the fair values of assets acquired and liabilities assumed will be recorded as goodwill.

The preliminary aggregate purchase price of the Acquisition was approximately $462.7 million, which includes approximately $114.2 million in holdback liabilities, consisting of closing working capital and indemnification holdback liabilities as reflected on our balance sheet. The initial payment of the purchase price was funded with $103.1 million of existing cash as well as new debt of $250.0 million net of $4.6 million of debt issuance costs directly deducted from the loan proceeds.

We identified and recorded the assets acquired and liabilities assumed at their preliminary estimated fair values at the Closing Date, and allocated the remaining value of approximately $160.3 million to goodwill. The values assigned to certain acquired assets and liabilities are preliminary, are based on information available as of the date of these unaudited pro forma condensed combined financial statements, and may be adjusted as further information becomes available during the measurement period of up to 12 months from the date of the Acquisition. Additional information that relates to facts and circumstances that exist as of the Closing Date may subsequently become available and may result in changes in the values allocated to various assets and liabilities. Changes in the fair values of the assets acquired and liabilities assumed during the measurement period may result in material adjustments to goodwill. The preliminary purchase price allocation was as follows (in thousands):

	Amount	Estimated useful life	Incremental first year amortization
Fair value of net tangible assets acquired	$ 13,372		$ —
Identifiable intangible assets:			
In-process research and development	26,000	N/A	—
Developed technology	147,000	4-6 years	29,400
Customer relationships	68,000	1-3 years	34,000
Inventory to be acquired	29,000	1-3 months	29,000
Backlog	19,000	1-3 months	19,000
Total identifiable intangible assets	289,000		111,400
Goodwill	160,344		—
Total acquisition consideration	$462,716		$ 111,400

Under the acquisition method, acquisition-related transaction costs (e.g. advisory, legal, valuation and other professional fees) are not included as consideration transferred but are accounted for as expenses in the periods in which the costs are incurred. These costs are not presented in the unaudited pro forma condensed combined statement of income because they will not have a continuing impact on the combined results.

Intangible Assets

Significant Classes of Intangible Assets Acquired.

In-process research and development relates to RSP's advanced display driver technologies currently under development which have not yet reached technological feasibility as of the Closing Date. This in-process research and development is expected to be substantially completed during the current fiscal year at which time we will begin amortization over an estimated useful life, which has not been determined.

Developed technology relates to RSP's display driver technologies that have reached technological feasibility. Developed technology represents a combination of RSP's processes and patents developed through years of experience in design and development of display driver integrated circuits. Synaptics expects to amortize the fair value of the technologies based on the anticipated time frame in which the economic benefits of the intangible asset are anticipated to be recognized, which is assumed to amortize on a straight line basis.

Customer relationships consist of preexisting relationships that are expected to contribute to future earnings. Customer relationship is neither legal nor contractual, but is separable as an intangible asset. The fair value of these intangible assets is expected to be amortized on a straight-line basis over the period in which the economic benefits are anticipated to be recognized.

Inventory to be acquired consists of an inventory purchase agreement between RSP and REL to purchase inventory from REL at a favorable price based on inventory on hand at REL as of the Closing Date. We analyzed the contractual inventory obligation as part of the Acquisition to estimate the fair value of the inventory purchase obligation. We recorded an intangible asset in the preliminary purchase price allocation table noted above.

Backlog consists of unfulfilled orders as of Closing Date. The value of the backlog is derived from the profit to be generated from fulfilling the orders on backlog.

Valuation.

The accounting standards define the term "fair value" and set forth the valuation requirements for any asset or liability measured at fair value, and specifies a hierarchy of valuation techniques based on the inputs used to develop the fair value measures. Fair value is defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurements date." This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be buyers and sellers in the principal (or most advantageous) market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. As a result, Synaptics may be required to record assets which are not intended to be used or sold and/or to value assets at fair value measures that do not reflect Synaptics' intended use of those assets. Many of these fair value measurements can be highly subjective and it is also possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

Goodwill.

Approximately $160.3 million has been preliminarily allocated to goodwill. Goodwill represents the excess of the estimated purchase price over the fair values of the underlying net tangible and intangible assets. Goodwill will not be amortized but instead will be tested for impairment at least annually (more frequently if certain indicators are present). In the event that we determine that the value of goodwill has become impaired, we will incur an accounting charge for the amount of impairment during the fiscal quarter in which the determination is made.

Debt

To finance the Acquisition, we entered into a five-year credit agreement that provides for up to $300.0 million in funding, consisting of $150.0 million for each of a revolving loan facility ("Revolving Loan") and a term loan ("Term Loan"). On the Closing Date, we borrowed $250 million, consisting of $150.0 million on the Term loan and $100 million on the Revolving Loan. The combined borrowing of $250.0 million, net of $4.6 million of debt issuance costs directly deducted from the loan proceeds, was used for part of the Acquisition purchase price. At this time, $50.0 million of Revolving Loan remains undrawn.

The Revolving Loan and Term Loan both bear interest at a rate equal to a LIBOR rate determined by the British Bankers Association plus an applicable margin. The margin is dependent on our quarterly debt to EBITDA ratio calculated on a consolidated basis and ranges from 1% to 2%. The margin for the first two quarters of the five year term defaults to 1.75%. The interest rate at September 30, 2014 was 1.98%. A one-eighth percentage point change in the interest rate would result in an adjustment to pre-tax income of $0.4 million in the first year.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The pro forma financial information has been compiled in a manner consistent with the accounting policies adopted by Synaptics. The accounting policies of RSP under US GAAP were not deemed to be materially different from those adopted by Synaptics.

NOTE 3. PRO FORMA ADJUSTMENTS

The Pro Forma Financial Statements reflect certain adjustments that are necessary to present fairly our unaudited pro forma condensed combined results of operations and our unaudited pro forma condensed combined balance sheet as of and for the periods indicated. The pro forma adjustments give effect to events that are (i) directly attributable to the Acquisition, (ii) factually supportable and (iii) with respect to the statement of income, expected to have a continuing impact on us, and are based on assumptions that management believes are reasonable given the best information currently available.

The accompanying Pro Forma Financial Statements have been prepared as if the acquisition was completed on June 28, 2014 for balance sheet purposes and on June 30, 2013 for statement of income purposes and reflect the following preliminary pro forma adjustments, based on estimates, and subject to change as more information becomes available and after we complete our final analysis of the fair values of both tangible and intangible assets acquired and liabilities assumed:

(a) To record the total cash consideration paid in the Acquisition of $348.5 million and holdback liabilities of $114.2 million for closing working capital and indemnification.

(b) To accrue for non-recurring acquisition-related expenses of $3.8 million.

(c) To record the fair value of RSP's identifiable intangible assets acquired.

(d) To record the goodwill resulting from the acquisition of RSP.

(e) To record the loans taken to finance the acquisition and the interest expense. The two loans consist of a draw down from a credit facility of $100.0 million and a 5 year term loan of $150.0 million.

(f) To record total debt issuance costs consisting of fees deducted from the loan proceeds of $4.6 million and legal costs of $0.4 million associated with the respective loan agreements and paid by Synaptics.

(g) To eliminate RSP stockholder's equity, including $49.3 million of common stock, $0.6 million of accumulated other comprehensive income, $191.5 million of retained earnings, and $5.0 million of non-controlling interest.

(h) To adjust acquired inventory to a preliminary estimate of fair value.

(i) To record the loss on supplier commitment liability related to the Acquisition.

(j) To record the deferred tax liability related to the Acquisition.

(k) To record amortization expense of the intangible assets acquired.

(l) To record interest expense, including debt issuance cost amortization related to the new debt.

(m) To eliminate Synaptics’ and RSP’s transaction costs of $4.8 million incurred and recorded in the twelve months ending June 28, 2014.

(n) To eliminate RSP’s $0.8 million of loss of non-controlling interest.

(o) In connection with the Acquisition, the Sellers transferred intellectual property and a 49% ownership interest in RSP Taiwan to RSP as described in Footnote 9 of the audited special purpose consolidated financial statements. These transfers were completed in September of 2014 for cash payments of $118.3 million by RSP to the Sellers prior to the close of the Acquisition, and had the impact of reducing cash and cash equivalents by $118.3 million, with an offset to goodwill, as of the Closing Date.

(p) To record the income tax impact of the pro forma adjustments.